



**UNIVERSE COIN**

[www.universecoin.io](http://www.universecoin.io)

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# INTRODUCTION

Technology has been transforming the world for some time, in a world abound with information and communication, and in which the process of digitization - here understood as the phenomenon that transforms atoms into bits - accelerates. Technology is leading us to a time when the very physical existence - or materiality - of money will cease to exist.

It was in 2008 that decades of research into cryptography and distributed networks resulted in the publication of the document Bitcoin: A Peer-to-Peer Electronic Cash System, by an unknown author under the pseudonym Satoshi Nakamoto.

The first Bitcoin transaction took place on January 12, 2009. Cryptocurrencies and blockchain technologies were born.

## E-COMMERCE AND CRYPTOCURRENCIES AS PAYMENT

How do payment platforms influence demand for international e-commerce?

The answer is: through cryptocurrency, but this technology is still emerging. Virtual assets are powerful financial tools that can transfer wealth immediately and unchangeably. They are decentralized so that customers and traders can transfer wealth to one another without the need for a bank.

In its simplest form, a cryptocurrency is a digital asset that is kept in the blockchain. The blockchain cannot be changed, which means funds and goods can be transferred with confidence. This reduces the possibility of fraud and increases transparency. Cryptocurrency payments have the **potential to create a more globalized and borderless economy and counter financial inequality** by bringing financial services to people without access to banking services.

Both consumers and merchants are turning to cryptocurrency payments as a faster, cheaper and more efficient payment solution. Major online merchants have already begun to integrate cryptocurrency payments such as Overstock.com, Expedia, Etsy and Microsoft.

E-commerce is expected to reach \$ 4.9 trillion by 2021. This represents

an expectation of 175% growth over the next 3 years. The digital market is growing, and the future belongs to businesses that show the ability to innovate and lead.

New customers also prefer to make their purchases from mobile devices such as smartphones or tablets. It is estimated that over 70% of ecommerce purchases will be made from a mobile device by 2021.

This means that purchases can be made at home or on the go. Sales can happen anytime, so stores are open 24 hours a day. Even if the physical store is closed, an online order can be processed anytime, anywhere.

High payment fees are, however, an obstacle for businesses. Currently, merchants are subject to fees of between 3 and 6%, which, if they make thousands of sales per day, represents a considerable cost to their business. If they are small businesses, platforms may charge even higher fees for smaller transaction volumes.

## CURRENT ISSUES WITH CRYPTOCURRENCY PAYMENTS

### **Volatility**

One of the biggest barriers to adopting cryptocurrency is gaining and maintaining a stable value. A virtual asset can only function if there is an agreed value at the time of sale.

### **Slow transactions**

Mass adoption is on its way, and as a result, confirmation times are decreasing. As a blockchain is maintained throughout the network, all transactions need to be confirmed by each party. Right now, more use can sometimes mean slow transactions.

### **Complicated**

One of the biggest problems merchants and customers face is the difficulty of integrating virtual assets, although it is a good deal for everyone involved. Sometimes customers don't know where to buy or spend cryptocurrency. Merchants, especially those in physical stores, have a problem accepting cryptocurrency without going through a third party.

# VISION

Global market leadership in cryptocurrency payment processing. We believe in the democratization of financial services, giving all citizens the right to move and manage their money, making possible their full participation in the global economy.

# MISSION

Our mission is to provide usability to the main cryptocurrencies. Strengthening and simplifying this magnificent and decentralized means of payment. Demystifying cryptocurrency and showing business owners, traders and service providers in general how simple and secure this new means of payment is. We will unite the world of crypto with the real world!

# THE SOLUTION

**The Universe Coin model aims at charging in cryptocurrency, processing in fiat currency and transferring to the seller also in fiat currency, with total exemption of transaction fees for the seller.** Our payment solution locks value at the time of purchase to protect merchants from the volatility of the cryptocurrency market. It also allows merchants to transfer directly to their account in local fiat currency. This way, virtual assets become easy to integrate and easy to use.

# CHALLENGES

- **The markets don't have a technology that allows the proposed solution;**
- **The financial system is not yet on the market, providing these solutions;**
- **Business owners don't have access to or don't know how to use these solutions. Current systems are rudimentary and slow and only business owners are responsible for exchange fluctuations.**

# PROJECT DESCRIPTION

## Goal:

Create a secure, simple, fast and transparent transaction for each party.

## Who can benefit from using Universe Coin?

### Stores and partner businesses

- Be it a business with a physical or online store, it will be able to receive, due to this partnership, the main cryptocurrencies and fiat currencies, without any transaction costs and with liquidity available within 24 hours.
- Will belong to a business network with centralized information and available worldwide with location information, contacts, type of business, price target, and much more useful information.
- Will have the opportunity to divulge their products and services, and conduct online sales, using either fiat currencies or cryptocurrencies.
- Will have a competitive advantage and access to a market niche constituted by innovative customers and early adopters who tend to desire anonymity and are willing to pay for it.

### App users

- The possibility to make payments worldwide, both in physical and online stores, using cryptocurrencies in an anonymous and low-cost manner.
- Will be able to find the service or product they want using geolocation and Google Maps, Waze or other GPS tools.
- Will be able to review the business and to check reviews made by other users, which include aspects such as the user experience, photos or videos, and the ability to share it on their favorite social network.

## Solution:

- Using Universe Coin payment terminals in physical and virtual stores.
- Free app installation for all cryptocurrency users.

## How it works:

### The Customer:

- Downloads the app from Google play store or Apple store
- Registers through the app and establishes the links to the exchanges they use.
- Deposits cryptocurrencies and/or Fiat currencies on their new wallet
- Can exchange cryptocurrencies. In other words, they can use the app as an exchange in a simple way and at market value.
- Universe Coin is an Ethereum Smart Contract and its code is published inside Etherscan. All transactions are safe and the token is

already prepared for Ethereum 2.0 technology.

<https://etherscan.io/token/0xedc87cab8bd12ca39088deaf9fdb63503f19f85#readContract>

### The Company:

- Registers on the Universe Coin website as a company, provides the necessary information and chooses the utilization mode of the equipment.
- The company will have access to an exclusive back office platform where it can register its legal information and manage its capital.
- The company signs a digital contract in which it commits to use the pay station terminal and to promote sales using cryptocurrency, namely by publishing the payment method and using merchandising.
- Universe Coin validates the request and sends the physical terminal, properly configured and ready to use. All configurations are automated in accordance with the information provided by the company and can be changed/updated.
- In case of malfunction, the need for replacing the equipment or other technical issues will be the responsibility of Universe Coin, except in cases of misuse or terminal damage.
- From the moment the company becomes a Universe Coin partner, it starts to have access to an online store platform where it can publish its products, with all of the necessary information, which will be subject to the customers' opinions. The partner company is responsible for pricing, available payment methods, logistics, and everything that is related to the client. Universe can eventually mediate any resolution of conflicts.

**Universe Coin** will initiate its activity through financial partners to launch the business, aiming at, subsequently, creating a financial provider on its own in order to provide higher speeds, and a higher efficiency level.

To support the launch phase of the project, **Universe Coin** will make an IEO (Initial Exchange Offer) of its own cryptocurrency, partnering with a recognized exchange/Latoken with recognized experience and success in this type of process.



# THE BENEFITS OF BUYING THE UNIVERSE COIN TOKEN DURING THE IEO

During the IEO, Universe Coin tokens will be sold at a significantly lower price when compared to the nominal value \$0,05 of its launch in the third quarter of 2019. After being launched on an Exchange, tokens will be exposed to the market value. Universe Coin is committed to encouraging the use of tokens for commission payments on the platforms and, as a consequence of the increase of partners and due to the need of acquiring tokens on an Exchange, its price is expected to increase significantly. The tokens can also be used for payments at physical and online stores. Eventually and jointly with partners, commercial campaigns can be created to give discounts associated with the use of the token.

## OBJECTIVES REGARDING THE TOKEN IEO

**Universe Coin** needs a minimum of 2 million dollars to be launched on the market.

The total development of the e-commerce platform will represent nearly 1 (one) million dollars during the first year. Additionally, we expect to acquire the first 10.000 machines for 5 (five) million dollars. Another 4 (four) million dollars will be necessary to pay for required licenses, marketing, communication, representation expenses, and other exploration expenses.



# FINANCING DETAILS:

## **Until September 10**

Presentation of cryptocurrency in exchange and start of marketing and advertising.

## **Until October 12**

Presale of up to a total of 500.000.000 UNIS.

## **From October 13 to December 7 - IEO**

**1st Stage:** from October 13 to 26 - 100% Bonus

**2nd Stage:** from October 27 to November 9 - 50% Bonus

**3rd Stage:** from November 10 to 23 - 40% Bonus

**4th Stage:** from November 24 to December 6 - 25% Bonus

The number of tokens to be distributed in each stage is 250.000.000, including tokens offered as Bonus during each of the IEO stages.

Trading is scheduled to start on December 7, shortly after the end of IEO.

The total quantity of tokens to be delivered in 2019 will be limited to **20% of all the produced tokens.**

# UNIVERSE COIN DISTRIBUTION WILL BE MADE AS FOLLOWS:

**5%** pre-IEO

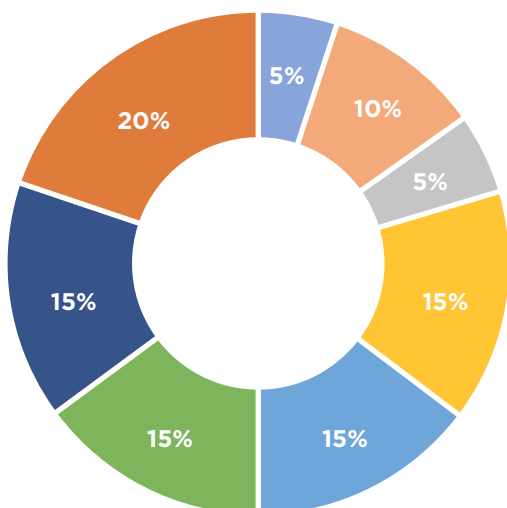
**10%** IEO

**5%** partnership program

**15%** to be annually placed on the market, between 2020 and 2023 (a total of 60% during the 4 years)

**20%** to be distributed between marketing teams and founders.

## DISTRIBUTION OF TOKEN UNIVERSE COIN (UNIS)



- Pre IEO
- IEO Latoken
- Program and partners and Airdrops
- Distribution 2020
- Distribution 2021
- Distribution 2022
- Distribution 2023
- Founders

# DEVELOPMENT STAGES:

## **1. Definition of the business model associated with the payment terminal, token development, and its commercialization and exchange:**

a. The machine will be sold or rented. The business will receive 50% of the charged commissions until the cost of the equipment is integrally covered, which allows the business to get the terminal for free. Business owners are also allowed to acquire Universe Coin.

## **2. Presenting the idea and opportunity to the market:**

a. Promotion on news websites, international press releases, presence in cryptocurrency related conferences, and other relevant events.

## **3. Development of all kinds of marketing associated with the complete solution for businesses and users of the platform.**

## **4. Platform development:**

a. Partner Platform to IEO Launch - Latoken

b. Platform for registering and ordering the terminal. Backoffice for complete financial and sales management and control.

c. A single-level affiliate plan will be developed, in order to promote and encourage sales. Payments will be done in Universe Coin.

d. Within the business registration platform, there will a business community, organized by sectors, regions, and cities, so that payment app users can more easily find nearby businesses as well as online businesses through hyperlinks to them. Businesses will also have immediate access to the marketplace included on an e-commerce platform we intend to develop in the near future. The mentioned marketplace will offer financial management, storage and logistics services provided by Universe Coin or its partners.

# ROADMAP

## July 10 - October 12 2019

Pre-IEO Private Sales \$ 0.02 - 5% of Universe Coin total

## October 13 - IEO Launch

**Stage 1** - 100% Bonus

**Stage 2** - 50% Bonus

**Stage 3** - 40% Bonus

**Stage 4** - 25% Bonus

## 2H 2019

App development and e-commerce platform with cryptocurrency payment methods

## 2H 2019

Installing terminals on Europe & Brazil

## 4Q 2019

Universe Coin launched on the Market Place at 0,05\$

2020 Installing terminals in the rest of the world

2020 Universe Coin: 15% Distribution

2021 Universe Coin: 15% Distribution

2022 Universe Coin: 15% Distribution

2023 Universe Coin: 15% Distribution

## GOAL:

2025 - 200 million Apps on mobile phones and 20 million Universe Coin terminals

# THE TEAM



**Marcos Ozi**  
**Founder & CEO**

Investor and businessman. Has extensive experience in the management of companies from various areas, as well as administrative consulting, financial and information technology. Currently holds investments in Europe, Latin America and Asia.



**Jorge Mesquita**  
**Founder & COO**

Manager and entrepreneur with academic background in marketing. As an entrepreneur led talented teams and ambitious projects in the areas of advertising, computing and telecommunications. Most recently, created and developed international teams at the various companies in which he participated as a management consultant. Cryptocurrency enthusiast, has been following the market closely for several years.



**Filipe Camargo**  
**Founder & CIO**

Programmer with extensive knowledge in object-oriented PHP and focusing on Laravel and Cakephp3React, React Native, Node JS, Composer, MySQL, Object Oriented, Advanced Git, RestFull API, .NET, JAVA, C#  
Knowledge and creation of smart contracts in Ethereum blockchain



**Miqueias Silva**  
**Founder & CTO**

Programmer with extensive experience in PHP systems development focusing on Laravel and Cakephp3. Experience in Git, RestFull API, Linux, Blockchain, Bitcoin, Ethereum.



# THE TEAM



**Mariana Sousa**  
**CFO**

Academic training in teaching and public administration. Experience in banking networks, legislative processes and most recently analyst and financial officer in companies.



**Maria João**  
**Cifra, Lda - Accounting**

Her professional career began in 1994, having served as CFO in the automotive and construction industry.

Accountant enrolled in the Portuguese OTOC, graduated in Business Management from ISLA - Instituto Superior de Línguas e Administração - deepened her knowledge in Entrepreneurship and Innovation Management. Currently teaches Accounting, Financial Management, Credit Management and Collection.



**Sálvio Cucolo**  
**Marketing & Social Media Manager**

Over 35 years of communication consulting experience;  
Experienced manager of people and teams;  
Leader in branding processes in all its extension and implementation;  
Expert in Digital Marketing and Ranking Strategies, SEO, SEM, Sales Funnels, LQS and MQS.  
Expertise in organizing promotional, social and corporate events;  
Extensive portfolio of works with recognized brands.



# THE COMPANY

Nome:

Lattitudemundi, Unipessoal Lda

Address:

Av. D. João II, Nº 35, Edifício Infante 11 A - 1990-083 Lisboa

CEO: Marcos Ozi

Constitution date:

13/11/2015

## UNIVERSE COIN IEO

PRE-IEO START DATE: September 10 2019

IEO START DATE: October 13 2019

TOKEN SYMBOL: UNIS

TOKEN POOL SUPPLY 10,000,000,000 (10 billion)

PRE-IEO ROUND VALUE \$0,02 (2 cents)

IEO ROUND VALUE \$0,05 (5 cents)

MAX CROWDSALE CAP \$50 MM

ACCEPTED CONTRIBUTIONS BTC & ETH

TOKEN PROTOCOL ETH, ERC20

Token Contract: 0xedc87cab8bd12ca39088deaf9fd6b63503f19f85



# WHAT IS THE UNIVERSE COIN CURRENCY (UNIS) AND WHAT IS IT FOR?

Universe Coin is a blockchain-based cryptocurrency that is linked to the development and growth of the parent company. It is designed to be used as an electronic payment method for anyone who wants to use it for their physical and online business purchases.

Globally, customers and merchants make purchases and sales very frequently. UNIS will be a direct payment method in cryptocurrency worldwide.

Universe Coin (UNIS), like other cryptocurrencies, can be transferred without borders, cheaply, securely and in real time.

The spread of Universe Coin is driven by meeting the need for market participants to have a generally accepted means of payment available.

## WHY WE BELIEVE UNIVERSE COIN WILL BE SUCCESSFUL

Universe Coin service generates revenue in several different manners

- Commissions on cryptocurrency exchanges
- Commissions on purchases made by app users
- Online sales commissions
- Profit from selling pay station terminals
- Profit from promoting and advertising products and businesses on the platform, namely through the creation of products of the day, most seen, most searched, etc.
- Profit over staking coins that are not subject to Exchange speculation during long periods



# DISCLAIMERS

Please read this Disclaimer section carefully. Please seek independent professional advice prior to acting on any of the information contained in this paper.

Universe Coin coins (“Universe Coin tokens”) are tokens that will allow the user to access the service provided by the Universe Coin platform. The Universe Coin tokens do not have the legal qualification of a security since it does not give any rights to dividends or interests. The sale of Universe Coin tokens is final and non-refundable. Universe Coin tokens are not shares and do not give any right to participate in the general meeting of the Company. Universe Coin tokens cannot have a performance or a particular value outside the Universe Coin Platform. Universe Coin tokens shall therefore not be used or purchased for speculative or investment purposes. Anyone purchasing Universe Coin expressly acknowledges and represents that she/he has carefully reviewed the Available Information and fully understands the risks, costs and benefits associated with the purchase of Universe Coin tokens.

The following information may be incomplete and in no way implies a contractual relationship. While the authors make every effort to ensure that all information in this whitepaper and any and all information available on Universe Coin’s website, Website located at [www.Universecoin.io](http://www.Universecoin.io) and participating in the Universe Coin token sale outlined in this Whitepaper is accurate, up to date, and in compliance with the requirements of applicable laws rules, and regulations, such material in no way constitutes professional advice. Universe Coin (the “Company”) neither guarantees nor accepts responsibility for the accuracy, reliability, recency (as of this Whitepaper) or completeness of this content. Users intending to own Universe Coin coins (“Universe Coin tokens”) should seek independent professional advice prior to acting on any of the information contained in this paper.

The Available Information (including the Website and this Whitepaper) is provided on an “as is” basis and without any warranties of any kind, either expressed or implied. You assume all responsibility and risk with respect to your use of the Available Information and ownership of any amount of Universe Coin tokens and their use. If applicable law does not allow all or any part of the above limitation of liability to apply to you, the limitations will apply to you only to the maximum extent permitted by applicable law.

The Tokens are functional utility tokens designed for the Universe Coin platform. The Universe Coin tokens are not securities. If you purchase Universe Coin tokens, your purchase cannot be refunded or exchanged. All company names and products are trademarks or registered trademark of their respective holders. Use of them does not

imply any affiliation with or endorsement by them. The information in this document is subject to change or update without notice and should not be construed as a commitment by the Company.

### **REGIONAL RESTRICTIONS**

Given the lack of crypto-token qualifications in most countries, each buyer is strongly advised to carry out a legal and tax analysis concerning the purchase and ownership of Universe Coin tokens according to their nationality and place of residence.

### **NO ADVICE**

No part of the Available Information should be business, legal, and financial or tax advice regarding the Company, the Universe Coin tokens, the Token Sale or any of the matters to which all or any part of the Available Information relates.

You should consult your own legal, financial, tax or another professional advisor regarding the Available Information. You should be aware that you might be required to bear the financial risk of any purchase of Tokens for an indefinite period.

### **LIMITATION OF LIABILITY**

To the maximum extent permitted by applicable law, you hereby irrevocably and unconditionally waive: (i) all and any claims (whether actual or contingent and whether as an employee, office holder or in any other capacity whatsoever or howsoever arising) including, without limitation, claims for or relating to the excluded liability matters, any payment or repayment of monies, indemnity or otherwise that you may have against the Company or against any of the Company Representatives; and (ii) release and discharge the Company and all of the Company Representatives from any and all liability (of whatsoever nature or howsoever arising) it or they may have to you. If for any reason you hereafter bring or commence any action or legal proceeding in respect of any claim purported to be released and discharged pursuant to this paragraph or these Terms, or otherwise attempt to pursue any such claim against the Company or any Company Representative then you hereby irrevocably and unconditionally undertake to indemnify, and keep indemnified the Company and all Company Representatives fully on demand from and against: (a) All liabilities or losses suffered by the Company or any Company Representative; and (b) All reasonable costs, charges and reasonable expenses (including without limitation reasonable legal costs and expenses) reasonably and properly incurred by the Company or any Company Representative, in each case by reason of or in connection with the bringing or commencement of such

action or pursuit of such claim by you.

If any provision or part-provision of this Disclaimer section is or becomes invalid, illegal or unenforceable, it shall be deemed modified to the minimum extent necessary to make it valid, legal and enforceable. If such modification is not possible, the relevant provision or part-provision shall be deemed deleted. Any modification to or deletion of a provision or part-provision under this “Disclaimer” section shall not affect the validity and enforceability of the rest of this “Disclaimer” section.

### **FORWARD-LOOKING STATEMENTS, CAUTIONARY NOTES**

All statements contained in the Available Information, statements made in any press releases or in any place accessible by the public and oral statements that may be made by the Company or the Company Representatives (as the case may be), that are not statements of historical fact, constitute “forward-looking statements”. Some of these statements can be identified by forward-looking terms such as “aim”, “target”, “anticipate”, “believe”, “could”, “estimate”, “expect”, “if”, “intend”, “may”, “plan”, “possible”, “probable”, “project”, “should”, “would”, “will” or other similar terms. However, these terms are not the exclusive means of identifying forward-looking statements. All statements regarding the Company’s financial position, business strategies, plans and prospects and the prospects of the industry which the Company is in are forward-looking statements. These forward-looking statements, including but not limited to statements as to the Company’s revenue profitability and growth, expected revenue profitability and growth, prospects, future, other expected industry trends and other matters discussed in the Available Information regarding the Company are matters that are not historical facts, but only estimations and predictions. The Company makes no representation or warranty on having made any predictions or estimates or expectations based on any formula, any mathematical or scientific modeling or forecast, or having made any due and proper inquiries or having undertaken any independent research or studies or otherwise. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual future results, performance or achievements of the Company to be materially different from any future results, performance or achievements expected, expressed or implied by such forward-looking statements. These factors include, among others:

- (a) Changes in political, social, economic and stock or cryptocurrency market conditions, and the regulatory environment in the countries in which the Company conducts its business and operations;
- (b) The risk that the Company may be unable or execute or implement its business strategies and future;



- (c) Changes in interest rates and exchange rates of fiat currencies and cryptocurrencies;
- (d) Changes in the anticipated growth strategies and expected internal growth of the Company;
- (e) Changes in the availability and fees payable to the Company in connection with its business and operations;
- (f) Changes in the availability and salaries of employees who are required by the Company to operate its business and operations;
- (g) Changes in preferences of customers of the Company;
- (h) Changes in competitive conditions under which the Company operates, and the ability of the Company to compete under such conditions;
- (i) Changes in the future capital needs of the Company and the availability of financing and capital to fund such needs;
- (j) War or acts of international or domestic terrorism;
- (k) Occurrences of catastrophic events, natural disasters and acts of God that affect the businesses and/or operations of the Company;
- (l) Other factors beyond the exclusive control of the Company; and
- (m) Any risk and uncertainties associated with the Company and its business and operations, the Tokens, the Token Sale and reliance on all or any part of the Available Information.

All forward-looking statements made by or attributable to the Company or Company Representatives are expressly qualified in their entirety by such factors. Given that risks and uncertainties that may cause the actual future results, performance or achievements of the Company to be materially different from that expected, expressed or implied by the forward-looking statements in the Available Information, undue reliance must not be placed on these statements. These forward-looking statements are applicable only as of the later of the date of publication of the Whitepaper and the latest date that the Website has been updated. Neither the Company nor the Company Representatives nor any other person represents, warrants and/or undertakes that the actual future results, performance or achievements of the Company will be as discussed in those forward-looking statements.

The actual results, performance or achievements of the Company may differ materially from that anticipated in these forward-looking statements. Nothing contained in the Available Information is or may be relied upon as a promise, representation or undertaking as to the future performance or policies of the Company. Further, the Company disclaims any responsibility to update any of these forward-looking statements or publicly announce any revisions to these forward-looking statements to reflect future developments, events or circumstances, even if new information becomes available or other events occur in the future.



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The Company does not make or purport to make, and hereby disclaims, any representation, warranty or undertaking in any form whatsoever to any entity or person, including any representation, warranty or undertaking in relation to the truth, accuracy, and completeness of any of the information set out in the Available Information.

**REPRESENTATIONS AND WARRANTIES BY YOU BY HOWSOEVER ACCESSING AND/OR ACCEPTING POSSESSION OR COMMUNICATION OF ALL OR ANY PART OF THE AVAILABLE INFORMATION, YOU REPRESENT AND WARRANT (AND SHALL BE DEEMED TO REPRESENT AND WARRANT) TO THE COMPANY ON THE DATE OF SUCH ACCESS OR ON THE LATEST DATE ON WHICH YOU RETAIN POSSESSION OF ALL OR ANY PART OF THE AVAILABLE INFORMATION AS FOLLOWS:**

- (a) You are over 18 (eighteen) years of age;
- (b) You agree and acknowledge that the Universe Coin tokens do not constitute securities in any form in any jurisdiction;
- (c) You agree and acknowledge that the Available Information (including the Whitepaper and the Website) does not constitute a prospectus or offer document of any sort and is not intended to constitute an offer of securities in any jurisdiction or a solicitation for investment in securities and you are not bound to enter into any contract or binding legal commitment and no cryptocurrency or another form of payment is to be accepted on the basis of the Available Information;
- (d) You agree and acknowledge that no regulatory authority has examined or approved of the Available Information, no action has been or will be taken under the laws, regulatory requirements or rules of any jurisdiction and the publication, distribution or dissemination of all or any part of the Available Information to you does not imply that the applicable laws, regulatory requirements or rules have been complied with;
- (e) You agree and acknowledge that the Available Information, the undertaking and/or the completion of the Token Sale, or future trading of the Tokens on any exchange or market (regulated, unregulated, primary, secondary or otherwise), shall not be construed, interpreted or deemed by you as an indication of the merits of the Company, the Universe Coin Tokens, the Token Sale or the Available Information;
- (f) The distribution or dissemination of the Available Information any part thereof or any copy thereof, or acceptance of the same by you, is not prohibited or restricted by the applicable laws, regulations or rules in your jurisdiction, and where any restrictions in relation to possession

are applicable, you have observed and complied with all such restrictions at your own expense and without liability to the Company;

(g) You agree and acknowledge that in the case where you wish to purchase any Universe Coin Tokens, the Universe Coin Tokens are not to be construed, interpreted, classified or treated as:

(i) Any kind of currency or commodity;

(ii) Debentures, stocks or shares issued by any person or entity (whether the Company or otherwise);

(iii) Rights, options or derivatives in respect of such debentures, stocks or shares;

(iv) Rights under a contract for differences or under any other contract the purpose or pretended purpose of which is to secure a profit or avoid a loss;

(v) Units in a collective investment scheme;

(vi) Units in a business trust;

(vii) Derivatives of units in a business trust;

(viii) Any other security or class of securities; or

(ix) Any type of investment (as such term is defined by the Financial Services (Investments and Fiduciary Services) Act 1989-47 of Gibraltar (as amended or reenacted from time to time) or as such term might be construed under similar legislation in any other part of the world);

(h) You are fully aware of and understand that you are not eligible to purchase any Universe Coin Tokens or access the Available Information if you are a citizen, national, resident (tax or otherwise) and/or green card holder of a Restricted Jurisdiction or if you are a Restricted Person;

(i) You have a basic degree of understanding of the operation, functionality, usage, storage, transmission mechanisms and other material characteristics of cryptocurrencies, blockchain-based software systems, cryptocurrency wallets or other related token storage mechanisms, blockchain technology, and smart contract technology;

(j) You are fully aware and understand that in the case where you wish to purchase any Universe Coin Tokens, there are risks associated with:

(A) the Company and its business and operations;

(B) the Universe Coin Tokens;

(C) the Token Sale; and

(D) relying or acting on all or any part of the Available Information;

(k) You agree and acknowledge that the Company is not liable for any indirect, special, incidental, consequential or other losses of any kind, in tort, contract or otherwise (including but not limited to loss of revenue, income or profits, or loss of use or data, or loss of reputation, or loss of



any economic or other opportunity of whatsoever nature or howsoever arising), arising out of or in connection with any acceptance of or reliance on the Available Information or any part thereof by you; and

(l) All of the above representations and warranties are true, complete, accurate and not misleading from the time of your last access to and/or possession of (as the case may be) the Available Information.

## RISKS

You should carefully consider and evaluate each of the following risk factors and all other information contained in this white paper before deciding to purchase Universe Coin tokens. To the best of the Company's knowledge and belief, all risk factors, which are material to you in making an informed judgment to participate in the Token Sale, have been set out below. If any of the following considerations, uncertainties or material risks develop into actual events, the business, financial position and/or results of operations of the Company and the maintenance and level of usage of the Universe Coin Tokens could be materially and adversely affected.

Regulatory actions could negatively impact the Universe Coin tokens and the Company's offering in various ways, including, for example, through a determination that the Universe Coin tokens are regulated financial instruments required to be registered with the appropriate regulatory agency. Any of these outcomes could prevent the company from fully developing the Universe Coin platform, tokens and other offered services.

Further, a regulator could take action against the Company if it views the Universe Coin tokens and the Company's platform as a violation of existing law. Any of these outcomes would negatively affect the utility of the Universe Coin tokens and/or could cause the Company to cease operations.

Prior to the Token Sale, there has been no public market for Universe Coin Tokens. Although the Company may use reasonable endeavors to seek the approval for the availability of the Universe Coin tokens for trading on a cryptocurrency exchange or market, there is no assurance that such approval will be obtained. Furthermore, even if such approval is granted by a cryptocurrency exchange, there is no assurance that an active or liquid trading market for the Universe Coin tokens will develop, or if developed, will be sustained after the Universe Coin tokens have been made available for trading on such market. There is also no assurance that the market price of the Universe Coin tokens will not decline below the original or issue purchase price (the "Purchase Price"). The Purchase Price may not be indicative of the market price of the Universe Coin tokens after they have been made available for trading on a market. A Universe Coin token is not a currency issued by any

central bank or national, supra-national or quasi-national organization, nor is it backed by any hard assets or other credit nor is it a commodity in the traditional sense of that word.

The Company is not responsible for, nor does it pursue, the circulation and trading of Universe Coin tokens on any market. Trading of Universe Coin tokens will merely depend on the consensus on its value between the relevant market participants. No one is obliged to purchase any Universe Coin tokens from any holder of the Universe Coin tokens, including the purchasers, nor does anyone guarantee the liquidity or market price of Universe Coin tokens to any extent at any time.

Furthermore, Universe Coin tokens may not be resold to purchasers who are citizens, nationals, residents (tax or otherwise) and/or green card holders of Restricted Jurisdictions or to Restricted Persons or to purchasers in any other jurisdiction where the purchase of Tokens may be in violation of applicable laws. Accordingly, the Company cannot ensure that there will be any demand or market for Universe Coin tokens, or that the Purchase Price is indicative of the market price of Universe Coin tokens after they have been made available for trading on any cryptocurrency exchange or market. Acquiring Universe Coin tokens and storing them involves various risks, in particular the risk that the Company may not be able to launch all anticipated operations and develop its blockchain and provide all the services promised.

Therefore, and prior to acquiring Universe Coin tokens any user should carefully consider the risks, costs and benefits of acquiring Universe Coin tokens, and, if necessary, obtain any independent advice in this regard. Any interested person who is not in the position to accept or to understand the risks associated with the activity (incl. the risks related to the early-stage development of the Universe Coin platform) or any other risks as is indicated [www.universecoin.io](http://www.universecoin.io) indicated in the Terms & Conditions of the crowd sale should not acquire Universe Coin tokens.

Cryptographic tokens such as the Universe Coin tokens are a relatively new and dynamic technology. In addition to the risks included in the above discussion of risk factors, there are other risks associated with your purchase, holding, and use of the Universe Coin tokens, including those that the Company cannot anticipate. Such risks may further appear as unanticipated variations or combinations of the risks discussed above.

On concluding the Commercial Operation, these tokens will be issued by a technical process referred to as a «Blockchain». This is an open source IT protocol over which the Company has no rights or liability in terms of its development and operation. Purchasers of Universe Coin coins and Users acknowledge and understand, therefore, that the Company (incl. its bodies and employees) assumes no liability or responsibility for any loss or damage that would result from or relate to the incapacity to use Universe Coin tokens, except in case of intentional

misconduct or gross negligence.

Universe Coin is based on the ERC 20 protocol. Therefore, any malfunction, unplanned function or unexpected operation of the ERC 20 protocol may cause the Company's network or Universe Coin App to malfunction or operate in a way that is not expected. Ethereum, the native ERC 20 protocol account unit, may itself lose value in a similar way to Universe Coin, and also in other ways.



**UNIVERSE COIN**

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